

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 26 SECURITIES AND EXCHANGE COMMISSION File No.* SR - 2014 - * 23
 WASHINGTON, D.C. 20549 Form 19b-4 Amendment No. (req. for Amendments *)

Filing by NASDAQ OMX PHLX LLC.
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document

Description
 Provide a brief description of the action (limit 250 characters, required when Initial is checked *).
 A proposed rule change to revise the priority afforded to in-crowd participants respecting crossing, facilitation and solicited orders in open outcry trading.

Contact Information
 Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Carla Last Name * Behnfeldt
 Title * Associate General Counsel
 E-mail * carla.behnfeldt@nasdaqomx.com
 Telephone * (215) 496-5208 Fax (215) 496-6729

Signature
 Pursuant to the requirements of the Securities Exchange Act of 1934,
 has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.
 (Title *)
 Date 04/11/2014 Executive Vice President and General Counsel
 By Edward S. Knight
 (Name *)
 NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.
 Persona Not Validated - 1383935917270,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder², NASDAQ OMX PHLX LLC ("Exchange" or "Phlx"), is filing with the Securities and Exchange Commission ("Commission") a proposed rule change to revise the priority afforded to in-crowd participants respecting crossing, facilitation and solicited orders in open outcry trading. A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors on July 17, 2013. No other action by the Exchange is necessary for the filing of the proposed rule change.

Questions regarding this rule filing may be directed to Carla Behnfeldt, Associate General Counsel, The NASDAQ OMX Group, Inc., at 215-496-5208.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange proposes to amend Rule 1014, Commentary .05(c)(ii), to afford priority in open outcry trading to in-crowd participants over out-of-crowd Streaming

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Quote Traders ("SQTs")³, Remote Specialists⁴, and Remote Streaming Quote Traders ("RSQTs")⁵ and over out-of-crowd broker-dealer limit orders on the limit order book (but not over public customer orders) in crossing⁶, facilitation⁷ and solicited⁸ orders, regardless of order size.

³ An SQT is defined in Exchange Rule 1014(b)(ii)(A) as an ROT who has received permission from the Exchange to generate and submit option quotations electronically in options to which such SQT is assigned.

⁴ A Remote Specialist is a qualified RSQT approved by the Exchange to function as a specialist in one or more options if the Exchange determines that it cannot allocate such options to a floor based specialist. A Remote Specialist has all the rights and obligations of a specialist, unless Exchange rules provide otherwise. See Exchange Rules 501 and 1020. See also, Securities Exchange Act Release No. 63717 (January 14, 2011), 76 FR 4141 (January 24, 2011) (SR-Phlx-2010-145).

⁵ A RSQT is defined Exchange Rule in 1014(b)(ii)(B) as an ROT that is a member or member organization with no physical trading floor presence who has received permission from the Exchange to generate and submit option quotations electronically in options to which such RSQT has been assigned. An RSQT may only submit such quotations electronically from off the floor of the Exchange.

⁶ A crossing order occurs when an options Floor Broker holds orders to buy and sell the same option series. Such a Floor Broker may cross such orders, provided that the trading crowd is given an opportunity to bid and offer for such option series in accordance with Exchange rules. See Phlx Rule 1064(a).

⁷ A facilitation order occurs when an options Floor Broker holds an options order for a public customer and a contraside order. Such a Floor Broker may execute such orders as a facilitation order, provided that such Floor Broker proceeds in accordance with Exchange rules concerning facilitation orders. See Phlx Rule 1064(b).

⁸ A solicitation occurs whenever an order, other than a cross, is presented for execution in the trading crowd resulting from an away-from-the-crowd expression of interests to trade by one broker dealer to another. See Phlx Rule 1064(c).

Deletion of 500 Contract Minimum Size

Currently, Commentary .05(c)(i) to Phlx Rule 1014 provides that, in the event that a Floor Broker or specialist⁹ presents a non-electronic order in which an RSQT is assigned or which is allocated to a Remote Specialist, and/or in which an SQT assigned in such option is not a crowd participant (collectively, “Non-Crowd Participants”), such Non-Crowd Participant may not participate in trades stemming from such a non-electronic order unless the non-electronic order is executed at the price quoted by the Non-Crowd Participant at the time of execution.

However, if the non-electronic order is executed at the price quoted by the Non-Crowd Participant, the Non-Crowd Participant may participate in the trade unless the order was a crossing, facilitation or solicited order with a size of at least 500 contracts on each side.¹⁰ If the order is a crossing, facilitation or solicited order with a size of at least 500 contracts on each side, Commentary .05(c)(ii) gives priority to in-crowd participants (including, for purposes of Commentary .05(c)(ii) only, Floor Brokers) over Non-Crowd Participants and over out-of-crowd broker-dealer limit orders on the limit order book, but

⁹ A “Specialist” is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

¹⁰ This in-crowd priority applies only to crossing, facilitation and solicited orders represented in open outcry, and does not apply to orders submitted electronically via the Exchange’s electronic options trading platform, to which other priority rules apply. See, e.g., Phlx Rules 1014(g)(vii) and (viii).

not over public customer orders.¹¹ Such orders are allocated in accordance with Exchange rules. By affording priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in crossing, facilitation and solicited orders with a size of at least 500 contracts represented and executed in open outcry, the Exchange encourages order flow providers to send such orders to the Exchange.

The Exchange now proposes to further encourage order flow providers to send such orders to the Exchange by eliminating the 500 contract minimum order size from Commentary .05(c)(ii). As amended, the rule would afford priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in crossing, facilitation and solicited orders regardless of the size of those orders. The current 500 contract minimum size requirement presents the possibility that one of the two sides of a Floor Brokered cross will not be fully executed on the trading floor. The size requirement was initially adopted by the Exchange in 2006 to foster the new electronic trading of options, by limiting participation of in-crowd participants in order to permit Non-Crowd Participants to participate in smaller (under five hundred contracts) Floor Broker crosses.¹² Today, electronic options trading is well-established and no longer requires such special rules and incentives to develop further.

¹¹ In keeping with current Exchange practices and rules, public customer limit orders represented in the trading crowd and resting on the limit order book have, and will continue to have, priority over all other participants and accordingly must be executed up to the aggregate size of such orders before any in-crowd participant is entitled to priority. Public customer orders on the limit order book that are eligible for execution are required to be executed before a Floor Broker may execute its order in the crowd and/or with a contra-side order it holds.

¹² See Securities Exchange Act Release No. 54267 (August 3, 2006), 71 FR 45888 (August 10, 2006). See also Securities Exchange Act Release No. 64401 (May 4,

The Exchange believes that by extending priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in all crossing, facilitation and solicited orders represented and executed in open outcry, regardless of size, in-crowd participants such as Floor Brokers will be enabled to provide full service to their clients as they seek to execute such orders. By way of explanation, the size of orders given to Floor Brokers by member participants varies throughout the trading day, and generally those participants expect the same experience regardless of order size when evaluating priority of electronic quotes with respect to cross orders executed on the trading floor. Another options exchange does not have the same differentiation of priority for orders of fewer than 500 contracts¹³, and the different priority for orders with a size under 500 contracts has become an impediment to Phlx members soliciting orders. By removing the 500 contract minimum size distinction, the Exchange would permit Floor Brokers to access in-crowd liquidity for all order sizes, thereby providing full order execution service to their clients.

To illustrate the application of the revised rule, assume the following ranking of bids on Phlx:

RSQT market 1.00 bid x 1000

Out of crowd SQT market 1.00 bid x 200

In-crowd participants 1.00 bid x 100

Public customer order on the book 1.00 bid x 100

Broker-dealer order on the book 1.00 bid x 100

2011), 76 FR 27105 (May 10, 2011) (amending the rule to state that in-crowd participants in such orders also have priority over out-of-crowd broker-dealer limit orders on the limit order book).

¹³ See Chicago Board Options Exchange (“CBOE”) Rule 6.74, Crossing Orders.

Assume a Floor Broker enters the trading crowd with a cross order. This cross order is an order to sell 10,000 contracts and a contra order to buy 10,000 contracts at 1.00. Under the current rule, after selling to all 1.00 public customer interest on the book (100 contracts) and to all 1.00 interest in the trading crowd (100 contracts), the Floor Broker is allowed to cross the remaining interest (9,800 contracts) at 1.00, with priority over RSQTs, out-of-crowd SQTs and broker-dealer limit orders on the book.¹⁴

If in this example, however, the Floor Broker's order to sell and contra order to buy at 1.00 were only for 400 contracts, the Floor Broker would be unable to cross the 200 contracts remaining interest after selling to all 1.00 public customer interest on the book (100) and to all 1.00 interest in the trading crowd (100 contracts) because the current rule gives the Floor Broker no priority over RSQTs, out-of-crowd SQTs and broker-dealer orders on the book respecting orders less than 500 contracts. The rule as revised would remove the limitation of the 500 contract minimum. Thus, under the revised rule, the Floor Broker in the example could enter the trading crowd with an order to sell 400 contracts and a contra order to buy 400 contracts at 1.00. After selling to all 1.00 public customer interest on the book (100) and to all 1.00 interest in the trading crowd (100 contracts), the Floor Broker would be allowed to cross the remaining interest (200 contracts) at 1.00, with priority over RSQTs, out-of-crowd SQTs and broker-dealer orders on the book.¹⁵

¹⁴ If the order in this paragraph's example were a facilitation order or a solicitation order, the resulting allocation of contracts would be no different.

¹⁵ As above, if the crossing order in this paragraph's example were a facilitation order or a solicited order, the resulting allocation of contracts would be no different.

(b) Statutory Basis

The Exchange believes the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁶ in general, and with Section 6(b)(5) of the Act,¹⁷ in particular, which requires that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest, because it would encourage order flow providers to send additional crossing, facilitation and solicited orders to the Exchange, free of concerns that the order may not be completely executed by the trading crowd. As noted above, the size of orders given to Floor Brokers by member participants varies throughout the trading day, and generally those participants expect the same experience regardless of order size when evaluating priority of electronic quotes with respect to cross orders executed on the trading floor. By removing the 500 contract minimum size distinction, the Exchange would permit Floor Brokers to access in-crowd liquidity for all order sizes thereby enabling them to provide full service to member participants no matter the order size.

The Exchange believes that treating crossing, facilitation and solicitation orders of under 500 contracts on each side no differently from such orders of greater size creates no unfair disadvantage to investors. Elimination of the 500 contract minimum threshold

¹⁶ 15 U.S.C. 78f.

¹⁷ 15 U.S.C. 78f(b)(5).

size is just and equitable, because Non-Crowd Participants are not required to respond to a Floor Broker entering the crowd and requesting a market, whereas in-crowd participants are required to verbalize a market in response to such a request. The Exchange also believes that the proposal promotes just and equitable principles of trade by retaining public customer priority in all cases. The instant proposal will not affect public customer priority and the Exchange will continue to execute public customer limit orders up to their aggregate size at a particular price point.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. To the contrary, it should provide greater incentive for order flow providers to submit crossing, facilitation and solicited orders to the Exchange, thus enabling the Exchange to compete with another exchange that has similar rules in effect.¹⁸ Further, with respect to intra-market competition between crowd participants and Non-Crowd Participants, the proposed rule change will not result in any burden on competition. The proposed rule change should actually bolster competition. For example, assume the following market:

RSQT market 2.00 bid x 200

Out-of-crowd SQT market 2.00 bid x 200

In-crowd participants 1.70 bid x 100

¹⁸ See CBOE Rule 6.74 (which affords priority to in-crowd participants over out-of-crowd participants, including non-public customer orders on the limit order book, in all open outcry situations after public customers on the limit order book have been executed) and Securities Exchange Act Release No. 54726 (November 8, 2006), 71 FR 66810 (November 16, 2006) (SR-CBOE-2006-89).

Public customer order no bid on the book

Assume that a Floor Broker walks into the crowd with a cross order to buy 400 contracts at 2.00 and to sell 400 contracts at 2.00. Under the current rule, the Floor Broker would not have priority at 2.00 to allow the buy order of 400 contracts at 2.00 to participate. The seller would forego the liquidity of the 2.00 bid the Floor Broker was handling and would need to sell 400 to the RSQT and out-of-crowd SQT utilizing their posted liquidity, and likely moving the market of the 2.00 bid lower after the trade. The rule as proposed would, instead, permit utilization of the liquidity of the Floor Broker's 2.00 bid by giving the 2.00 bid priority over the RSQT and out of crowd SQT thus keeping the posted liquidity intact at the existing bid of 2.00. The Exchange believes the residual 2.00 bidders would have extra incentive to compete by either maintaining their bid hoping to trade with additional selling interest or to increase their bid in order to vie for participation in the next sell order. The Exchange also believes that affording priority in to in-crowd participants regardless of size will attract additional smaller cross orders to the Exchange, creating an opportunity for in crowd market makers to compete for the smaller crosses as well.¹⁹

¹⁹ The Exchange notes that it is not proposing to eliminate the 500 contract minimum eligible order size in Rule 1064, Commentary .02. This provision entitles a Floor Broker to cross (after all public customer orders that were (1) on the limit order book and then (2) represented in the trading crowd at the time the market was established have been satisfied) 40% of the remaining contracts in an order of the eligible size, if the order traded at or between the best bid or offer given by the crowd in response to the Floor Broker's initial request for a market. See Rule 1064, Commentary .02(iii). This aspect of intra-market competition in the context of orders under 500 contracts is being maintained.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The rule is based upon CBOE Rule 6.74, Crossing Orders, which provides priority for bids and offers at the same price to in-crowd market participants over all other bids and offers (except with respect to public customer orders resting in the electronic order book), without regard to order size.²⁰

²⁰ See the introductory paragraph of CBOE Rule 6.74 which provides in relevant part: "For purposes of establishing priority for bids and offers, at the same price: (A) bids and offers of [in crowd market participants] have first priority, except as is otherwise provided in the Rule below with respect to public customer orders resting in the electronic book; and (B) all other bids and offers (including bids and offers of broker-dealer orders in the electronic book and electronic quotes of Market Makers) have second priority."

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advanced Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

5. Text of the proposed rule change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2014-23)

April __, 2014

Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing of Proposed Rule Change to Revise the Priority Afforded to In-crowd Participants Respecting Crossing, Facilitation and Solicited Orders in Open Outcry Trading.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4 thereunder,² notice is hereby given that on April 11, 2014, NASDAQ OMX PHLX LLC (“Phlx” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to revise the priority afforded to in-crowd participants respecting crossing, facilitation and solicited orders in open outcry trading. The text of the proposed rule change is available on the Exchange’s Website at <http://nasdaqomxphlx.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend Rule 1014, Commentary .05(c)(ii), to afford priority in open outcry trading to in-crowd participants over out-of-crowd Streaming Quote Traders ("SQTs")³, Remote Specialists⁴, and Remote Streaming Quote Traders ("RSQTs")⁵ and over out-of-crowd broker-dealer limit orders on the limit order book (but not over public customer orders) in crossing⁶, facilitation⁷ and solicited⁸ orders, regardless of order size.

³ An SQT is defined in Exchange Rule 1014(b)(ii)(A) as an ROT who has received permission from the Exchange to generate and submit option quotations electronically in options to which such SQT is assigned.

⁴ A Remote Specialist is a qualified RSQT approved by the Exchange to function as a specialist in one or more options if the Exchange determines that it cannot allocate such options to a floor based specialist. A Remote Specialist has all the rights and obligations of a specialist, unless Exchange rules provide otherwise. See Exchange Rules 501 and 1020. See also, Securities Exchange Act Release No. 63717 (January 14, 2011), 76 FR 4141 (January 24, 2011) (SR-Phlx-2010-145).

⁵ A RSQT is defined Exchange Rule in 1014(b)(ii)(B) as an ROT that is a member or member organization with no physical trading floor presence who has received permission from the Exchange to generate and submit option quotations electronically in options to which such RSQT has been assigned. An RSQT may only submit such quotations electronically from off the floor of the Exchange.

⁶ A crossing order occurs when an options Floor Broker holds orders to buy and sell the same option series. Such a Floor Broker may cross such orders, provided that the trading crowd is given an opportunity to bid and offer for such option series in accordance with Exchange rules. See Phlx Rule 1064(a).

Deletion of 500 Contract Minimum Size

Currently, Commentary .05(c)(i) to Phlx Rule 1014 provides that, in the event that a Floor Broker or specialist⁹ presents a non-electronic order in which an RSQT is assigned or which is allocated to a Remote Specialist, and/or in which an SQT assigned in such option is not a crowd participant (collectively, “Non-Crowd Participants”), such Non-Crowd Participant may not participate in trades stemming from such a non-electronic order unless the non-electronic order is executed at the price quoted by the Non-Crowd Participant at the time of execution.

However, if the non-electronic order is executed at the price quoted by the Non-Crowd Participant, the Non-Crowd Participant may participate in the trade unless the order was a crossing, facilitation or solicited order with a size of at least 500 contracts on each side.¹⁰ If the order is a crossing, facilitation or solicited order with a size of at least 500 contracts on each side, Commentary .05(c)(ii) gives priority to in-crowd participants (including, for purposes of Commentary .05(c)(ii) only, Floor Brokers) over Non-Crowd

⁷ A facilitation order occurs when an options Floor Broker holds an options order for a public customer and a contraside order. Such a Floor Broker may execute such orders as a facilitation order, provided that such Floor Broker proceeds in accordance with Exchange rules concerning facilitation orders. See Phlx Rule 1064(b).

⁸ A solicitation occurs whenever an order, other than a cross, is presented for execution in the trading crowd resulting from an away-from-the-crowd expression of interests to trade by one broker dealer to another. See Phlx Rule 1064(c).

⁹ A “Specialist” is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

¹⁰ This in-crowd priority applies only to crossing, facilitation and solicited orders represented in open outcry, and does not apply to orders submitted electronically via the Exchange’s electronic options trading platform, to which other priority rules apply. See, e.g., Phlx Rules 1014(g)(vii) and (viii).

Participants and over out-of-crowd broker-dealer limit orders on the limit order book, but not over public customer orders.¹¹ Such orders are allocated in accordance with Exchange rules. By affording priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in crossing, facilitation and solicited orders with a size of at least 500 contracts represented and executed in open outcry, the Exchange encourages order flow providers to send such orders to the Exchange.

The Exchange now proposes to further encourage order flow providers to send such orders to the Exchange by eliminating the 500 contract minimum order size from Commentary .05(c)(ii). As amended, the rule would afford priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in crossing, facilitation and solicited orders regardless of the size of those orders. The current 500 contract minimum size requirement presents the possibility that one of the two sides of a Floor Brokered cross will not be fully executed on the trading floor. The size requirement was initially adopted by the Exchange in 2006 to foster the new electronic trading of options, by limiting participation of in-crowd participants in order to permit Non-Crowd Participants to participate in smaller (under five hundred contracts)

¹¹ In keeping with current Exchange practices and rules, public customer limit orders represented in the trading crowd and resting on the limit order book have, and will continue to have, priority over all other participants and accordingly must be executed up to the aggregate size of such orders before any in-crowd participant is entitled to priority. Public customer orders on the limit order book that are eligible for execution are required to be executed before a Floor Broker may execute its order in the crowd and/or with a contra-side order it holds.

Floor Broker crosses.¹² Today, electronic options trading is well-established and no longer requires such special rules and incentives to develop further.

The Exchange believes that by extending priority to in-crowd participants over Non-Crowd Participants and out-of-crowd broker-dealer limit orders in all crossing, facilitation and solicited orders represented and executed in open outcry, regardless of size, in-crowd participants such as Floor Brokers will be enabled to provide full service to their clients as they seek to execute such orders. By way of explanation, the size of orders given to Floor Brokers by member participants varies throughout the trading day, and generally those participants expect the same experience regardless of order size when evaluating priority of electronic quotes with respect to cross orders executed on the trading floor. Another options exchange does not have the same differentiation of priority for orders of fewer than 500 contracts¹³, and the different priority for orders with a size under 500 contracts has become an impediment to Phlx members soliciting orders. By removing the 500 contract minimum size distinction, the Exchange would permit Floor Brokers to access in-crowd liquidity for all order sizes, thereby providing full order execution service to their clients.

To illustrate the application of the revised rule, assume the following ranking of bids on Phlx:

RSQT market 1.00 bid x 1000

¹² See Securities Exchange Act Release No. 54267 (August 3, 2006), 71 FR 45888 (August 10, 2006). See also Securities Exchange Act Release No. 64401 (May 4, 2011), 76 FR 27105 (May 10, 2011) (amending the rule to state that in-crowd participants in such orders also have priority over out-of-crowd broker-dealer limit orders on the limit order book).

¹³ See Chicago Board Options Exchange (“CBOE”) Rule 6.74, Crossing Orders.

Out of crowd SQT market 1.00 bid x 200

In-crowd participants 1.00 bid x 100

Public customer order on the book 1.00 bid x 100

Broker-dealer order on the book 1.00 bid x 100

Assume a Floor Broker enters the trading crowd with a cross order. This cross order is an order to sell 10,000 contracts and a contra order to buy 10,000 contracts at 1.00. Under the current rule, after selling to all 1.00 public customer interest on the book (100 contracts) and to all 1.00 interest in the trading crowd (100 contracts), the Floor Broker is allowed to cross the remaining interest (9,800 contracts) at 1.00, with priority over RSQTs, out-of-crowd SQTs and broker-dealer limit orders on the book.¹⁴

If in this example, however, the Floor Broker's order to sell and contra order to buy at 1.00 were only for 400 contracts, the Floor Broker would be unable to cross the 200 contracts remaining interest after selling to all 1.00 public customer interest on the book (100) and to all 1.00 interest in the trading crowd (100 contracts) because the current rule gives the Floor Broker no priority over RSQTs, out-of-crowd SQTs and broker-dealer orders on the book respecting orders less than 500 contracts. The rule as revised would remove the limitation of the 500 contract minimum. Thus, under the revised rule, the Floor Broker in the example could enter the trading crowd with an order to sell 400 contracts and a contra order to buy 400 contracts at 1.00. After selling to all 1.00 public customer interest on the book (100) and to all 1.00 interest in the trading crowd (100 contracts), the Floor Broker would be allowed to cross the remaining interest

¹⁴ If the order in this paragraph's example were a facilitation order or a solicitation order, the resulting allocation of contracts would be no different.

(200 contracts) at 1.00, with priority over RSQTs, out-of-crowd SQTs and broker-dealer orders on the book.¹⁵

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the provisions of Section 6 of the Act,¹⁶ in general, and with Section 6(b)(5) of the Act,¹⁷ in particular, which requires that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest, because it would encourage order flow providers to send additional crossing, facilitation and solicited orders to the Exchange, free of concerns that the order may not be completely executed by the trading crowd. As noted above, the size of orders given to Floor Brokers by member participants varies throughout the trading day, and generally those participants expect the same experience regardless of order size when evaluating priority of electronic quotes with respect to cross orders executed on the trading floor. By removing the 500 contract minimum size distinction, the Exchange would permit Floor Brokers to access in-crowd liquidity for all order sizes thereby enabling them to provide full service to member participants no matter the order size.

¹⁵ As above, if the crossing order in this paragraph's example were a facilitation order or a solicited order, the resulting allocation of contracts would be no different.

¹⁶ 15 U.S.C. 78f.

¹⁷ 15 U.S.C. 78f(b)(5).

The Exchange believes that treating crossing, facilitation and solicitation orders of under 500 contracts on each side no differently from such orders of greater size creates no unfair disadvantage to investors. Elimination of the 500 contract minimum threshold size is just and equitable, because Non-Crowd Participants are not required to respond to a Floor Broker entering the crowd and requesting a market, whereas in-crowd participants are required to verbalize a market in response to such a request. The Exchange also believes that the proposal promotes just and equitable principles of trade by retaining public customer priority in all cases. The instant proposal will not affect public customer priority and the Exchange will continue to execute public customer limit orders up to their aggregate size at a particular price point.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. To the contrary, it should provide greater incentive for order flow providers to submit crossing, facilitation and solicited orders to the Exchange, thus enabling the Exchange to compete with another exchange that has similar rules in effect.¹⁸ Further, with respect to intra-market competition between crowd participants and Non-Crowd Participants, the proposed rule change will not result in any burden on competition. The proposed rule change should actually bolster competition. For example, assume the following market:

¹⁸ See CBOE Rule 6.74 (which affords priority to in-crowd participants over out-of-crowd participants, including non-public customer orders on the limit order book, in all open outcry situations after public customers on the limit order book have been executed) and Securities Exchange Act Release No. 54726 (November 8, 2006), 71 FR 66810 (November 16, 2006) (SR-CBOE-2006-89).

RSQT market 2.00 bid x 200

Out-of-crowd SQT market 2.00 bid x 200

In-crowd participants 1.70 bid x 100

Public customer order no bid on the book

Assume that a Floor Broker walks into the crowd with a cross order to buy 400 contracts at 2.00 and to sell 400 contracts at 2.00. Under the current rule, the Floor Broker would not have priority at 2.00 to allow the buy order of 400 contracts at 2.00 to participate. The seller would forego the liquidity of the 2.00 bid the Floor Broker was handling and would need to sell 400 to the RSQT and out-of-crowd SQT utilizing their posted liquidity, and likely moving the market of the 2.00 bid lower after the trade. The rule as proposed would, instead, permit utilization of the liquidity of the Floor Broker's 2.00 bid by giving the 2.00 bid priority over the RSQT and out of crowd SQT thus keeping the posted liquidity intact at the existing bid of 2.00. The Exchange believes the residual 2.00 bidders would have extra incentive to compete by either maintaining their bid hoping to trade with additional selling interest or to increase their bid in order to vie for participation in the next sell order. The Exchange also believes that affording priority in to in-crowd participants regardless of size will attract additional smaller cross orders to the Exchange, creating an opportunity for in crowd market makers to compete for the smaller crosses as well.¹⁹

¹⁹ The Exchange notes that it is not proposing to eliminate the 500 contract minimum eligible order size in Rule 1064, Commentary .02. This provision entitles a Floor Broker to cross (after all public customer orders that were (1) on the limit order book and then (2) represented in the trading crowd at the time the market was established have been satisfied) 40% of the remaining contracts in an order of the eligible size, if the order traded at or between the best bid or offer given by the crowd in response to the Floor Broker's initial request for a market.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall: (a) by order approve or disapprove such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Phlx-2014-23 on the subject line.

See Rule 1064, Commentary .02(iii). This aspect of intra-market competition in the context of orders under 500 contracts is being maintained.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Phlx-2014-23. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site

(<http://www.sec.gov/rules/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-Phlx-2014-23 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁰

Kevin M O'Neill
Deputy Secretary

²⁰ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

The text of the proposed rule change is below. Proposed new language is underlined; deletions are in brackets.

* * * * *

Rule 1014. Obligations and Restrictions Applicable to Specialists and Registered Options Traders

.01 - .04 No Change.

.05 (a) – (b) No Change.

(c) *Non-Electronic Orders*.

(i) No Change.

(ii) Notwithstanding the foregoing, respecting crossing, facilitation and solicited orders (as defined in Rule 1064) [with a size of at least 500 contracts on each side] that are represented and executed in open outcry, priority shall be afforded to in-crowd participants (including, for purposes of this rule only, Floor Brokers), over Remote Specialists, RSQTs, out-of crowd SQTs, and out-of-crowd broker-dealer limit orders on the limit order book, but not over public customer orders. Such orders shall be allocated in accordance with Exchange Rules.

(iii) – (iv) No Change.

.06 - .19 No Change.